



The David J. Joseph Company

RECORDATION NO. 25864 FILED

SEP 28 '05

2-57 PM

SURFACE TRANSPORTATION BOARD

September 27, 2005

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0006



Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 1 to Railroad Equipment Lease Agreement dated as of September 26, 2005 between the following parties:

Lessee: Albany & Eastern Railroad Company  
1784 S. Main Street  
Lebanon, OR 97355

Lessor: The David J. Joseph Company (f/k/a Joseph Transportation Services, Inc.)  
300 Pike Street  
Cincinnati, OH 45202

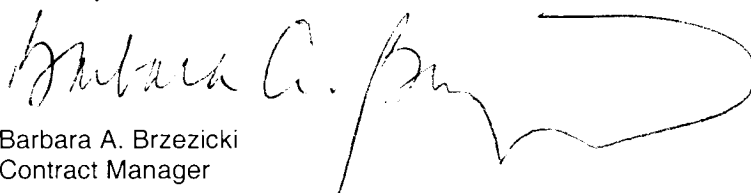
Please see Exhibit A attached hereto for the equipment, twenty-four (24) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 1 to Railroad Equipment Lease Agreement dated September 26, 2005 related to twenty-four (24) railcars bearing reporting marks TKEN 5300 – 5324, sporadic.

Please file this agreement as a primary document. The amount of \$33.00 is included on the enclosed check for the filing fees for this document. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely,

  
Barbara A. Brzezicki  
Contract Manager

Enclosures

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**MEMORANDUM OF  
AMENDMENT NO. 1 TO  
RAILROAD EQUIPMENT LEASE**

**SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF AMENDMENT NO. 1 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 1") entered into this 26<sup>th</sup> day of September, 2005, is intended to evidence the amendment dated as of September 26, 2005 (the "Amendment No. 1"), between **THE DAVID J. JOSEPH COMPANY (f/k/a JOSEPH TRANSPORTATION SERVICES, INC.)**, a Delaware corporation ("Lessor"), and **ALBANY AND EASTERN RAILROAD COMAPNY**, an Oregon corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the twenty-four (24) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF, IN WITNESS WHEREOF**, Lessor pursuant to due corporate authority, has executed this Memorandum of Amendment No. 1 on the date indicated below its signature.

**THE DAVID J. JOSEPH COMPANY**

By: 

Name: Everett N. Martin

Title: Assistant Secretary

STATE OF OHIO

COUNTY OF HAMILTON

)  
) SS:  
)

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of September 2005, by  
Everett N. Martin, the Assistant Secretary of The David J. Joseph Company, a Delaware  
corporation, on behalf of the corporation.

My Commission expires:

February 20, 2006

*Barbara A. Brzezicki*  
Notary Public



BARBARA A. BRZEZICKI  
Notary Public, State of Ohio  
My Commission Expires  
February 20, 2006

## **EXHIBIT A**

To the Memorandum of Amendment No. 1 dated September 26, 2005, between The David J. Joseph Company and Albany and Eastern Railroad Company.

### **DESCRIPTION OF UNITS**

Twenty-four (24), railcars bearing reporting marks:

TKEN 5300  
TKEN 5301  
TKEN 5302  
TKEN 5303  
TKEN 5304  
TKEN 5305  
TKEN 5306  
TKEN 5307  
TKEN 5308  
TKEN 5309  
TKEN 5310  
TKEN 5311  
TKEN 5312  
TKEN 5313  
TKEN 5315  
TKEN 5316  
TKEN 5317  
TKEN 5318  
TKEN 5319  
TKEN 5320  
TKEN 5321  
TKEN 5322  
TKEN 5323  
TKEN 5324